


NVB 3001 (Effective 1/21)

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEVADA		PROOF OF INTEREST
Name of Debtor: META MATERIALS INC.	Case Number: 24-50792	COURT USE ONLY
1. Name and address of holder of the Equity Interest (the person or entity holding an Equity Interest in the Debtor. Referred to hereinafter as the "Interest holder"): JB Emerald Consulting Solutions Inc. ATTN: Jonathan Brunt 1383 W 8th Ave Vancouver, BC, V6H 3W4 Telephone Number: 778-288-3527	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of interest relating to your interest. Attach copy of statement giving particulars. <input checked="" type="checkbox"/> Check box if you have never received any notices from the bankruptcy court or the Debtors in this case. <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the Debtors.	
NOTE: This form SHOULD NOT be used to make a claim against the Debtor for money owed. A separate Proof of Claim form should be used for that purpose. This form should only be used to assert an Equity Interest in the Debtor. An Equity Interest is any right arising from any capital stock and any equity security in any of the Debtor. An equity security is defined in the Bankruptcy Code as (a) a share in a corporation whether or not transferable or denominated stock or similar security, (b) interest of a limited partner in a limited partnership, or (c) warrant or right other than a right to convert, to purchase, sell, or subscribe to a share, security, or interest of a kind specified in subsection (a) or (b) herein.		
Account or other number by which Interest holder identifies Debtor: 5571F0	Check here if this claim: <input type="checkbox"/> replaces a previously filed Proof of Interest dated: _____ <input type="checkbox"/> amends a previously filed Proof of Interest dated: _____	
2. Name and Address of any person or entity that is the record holder for the Equity Interest asserted in this Proof of Interest: TD WATERHOUSE CANADA INC. 3500 STEELES AVENUE EAST. TOWER 2, SECOND FLOOR, MARKHAM, ONTARIO, L3R 0X1 Telephone Number: 1-800-465-5463	3. Date Equity Interest was acquired: <div style="display: flex; justify-content: space-between;"> <div> NOV 23, 2022 DEC 22, 2022 MAR 16, 2023 </div> <div> APR 05, 2023 APR 26, 2023 </div> <div> JULY 19, AUG 09 AUG 16, AUG 23 SEP 23, OCT 13 NOV 7, NOV 16 2022 </div> </div>	
4. Total amount of member interest: <u>819</u>	5. Certificate number(s): _____	
6. Type of Equity Interest: Please indicate the type of Equity Interest you hold: <input checked="" type="checkbox"/> Check this box if your Equity Interest is based on an actual member interest held in the Debtor. <input type="checkbox"/> Check this box if your Equity Interest is based on anything else and describe that interest: Description: _____		
7. Supporting Documents: Attach copies of supporting documents, such as stock certificates, option agreements, warrants, etc. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
8. Date-Stamped Copy: To receive an acknowledgement of the filing of your Proof of Interest, enclose a stamped, self-addressed envelope and copy of this Proof of Interest.		
9. Signature: Check the appropriate box. <div style="display: flex; justify-content: space-between;"> <div> <input checked="" type="checkbox"/> I am the creditor. <input type="checkbox"/> I am the creditor's authorized agent. (Attach copy of power of attorney, if any.) </div> <div> <input type="checkbox"/> I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.) </div> <div> <input type="checkbox"/> I am a guarantor, surety, endorser, or other codebtor. (See Bankruptcy Rule 3005.) </div> </div> I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.		
Print Name: <u>JONATHAN BRUNT</u> Title: <u>PRESIDENT</u> Company: _____ Address and telephone number (if different from notice address above): _____ <div style="display: flex; justify-content: space-between; align-items: flex-end; margin-top: 20px;"> <div style="text-align: center;">  (Signature) </div> <div style="text-align: center;"> <u>OCT 15, 2024</u> (Date) </div> </div> <div style="display: flex; justify-content: space-between; align-items: flex-end; margin-top: 10px;"> <div>Telephone number: 778-288-3527</div> <div>email: BMMAT6352@gmail.com</div> </div>		

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 AND 3571



Your investment account statement

November 1, 2023 to December 31, 2023

JB EMERALD CONSULTING SOLUTIONS
INC
ATTN: MR. JONATHAN [REDACTED] BRUNT
[REDACTED]
[REDACTED]
[REDACTED]

Account number: [REDACTED] 71F0
Account type: Direct Trading - US
Account currency: US dollars

Do you have a question?

For questions about your statement or further information, we provide support Monday through Friday, in 4 languages:

English: 1-800-465-5463
French: 1-800-361-2684
Cantonese: 1-800-838-3223 option 1
Mandarin: 1-800-838-3223 option 2

Your account at a glance

You need to know

Please see page 2 for important information about your account.

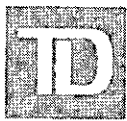
	This period (Nov 1 - Dec 31, 2023)	Last period (Jul 1 - Oct 31, 2023)	Year to date (Jan 1 - Dec 31, 2023)
Beginning balance	\$9,914.15	\$17,612.47	\$62,962.59
Change in your account balance	-\$4,504.33	-\$7,698.32	-\$57,552.77
Ending balance	\$5,409.82	\$9,914.15	\$5,409.82

Holdings in your account

on December 31, 2023

Description	Quantity or par value (\$)	Price (\$)	Book cost (\$)	Market value (\$)	Unrealized gain or loss (\$)	% of your holdings
Cash			4.62	4.62	0.00	0.09%
COMMON SHARES						
META MATERIALS INC (MMAT)	81,897 SEG	0.066	66,493.38	5,405.20	-61,088.18	99.91%
Total Portfolio			\$66,498.00	\$5,409.82		100.00%





Your investment account statement

January 1, 2024 to January 31, 2024

JB EMERALD CONSULTING SOLUTIONS
INC
ATTN: MR. JONATHAN [REDACTED] BRUNT
[REDACTED]
[REDACTED]
[REDACTED]

Account number: 71F0
Account type: Direct Trading - US
Account currency: US dollars

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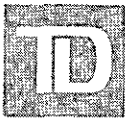
	This period (Jan 1 - Jan 31, 2024)	Last period (Nov 1 - Dec 31, 2023)	Year to date (Jan 1 - Jan 31, 2024)
Beginning balance	\$5,409.82	\$9,914.15	\$5,409.82
Change in your account balance	-\$2,276.62	-\$4,504.33	-\$2,276.62
Ending balance	\$3,133.20	\$5,409.82	\$3,133.20

Holdings in your account

on January 31, 2024

Description	Quantity or par value (\$)	Price (\$)	Book cost (\$)	Market value (\$)	Unrealized gain or loss (\$)	% of your holdings
Cash			4.62	4.62	0.00	0.15%
COMMON SHARES						
META MATERIALS INC-NEW (MMAT)	819 SEG	3.820	66,493.38	3,128.58	-63,364.80	99.85%
Total Portfolio			\$66,498.00	\$3,133.20		100.00%



**Definitions****An explanation of terms shown in the tables above**

Book cost for long positions is the total amount paid to purchase a security including any transaction charges related to the purchase, adjusted for reinvested distributions, return of capital and corporate actions.

Book cost for short positions is the total amount received for the security, net of any transaction charges related to the sale, adjusted for any distribution (other than dividends), returns of capital and corporate actions.

Market value is the price of the security or fund multiplied by the quantity held.

Unrealized Gain or Loss is the gain or loss that would be incurred, if your holdings were liquidated as at the end of the statement period. It is calculated by subtracting book cost from market value.

Activity in your account this period

Date	Activity	Description	Quantity	Price (\$)	Amount (\$)	Cash balance (\$)
		Beginning cash balance				4.62
Jan 29	Reverse Split	META MATERIALS INC *	-81,897		66,493.38	66,498.00
Jan 29	Reverse Split	META MATERIALS INC-NEW	819		-66,493.38	4.62
Jan 31		Ending cash balance				\$4.62

① Important information about your account

In May 2024, the standard trade settlement period for North American Capital Markets is expected to be reduced from the current two business days to one business day after the trade date. This will impact most trades in securities. The change is expected to take effect Monday, May 27 for Canadian capital markets and Tuesday, May 28 for U.S. capital markets. Once implemented, your trades in Canadian and U.S. markets will settle one business day sooner.



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Transaction Confirmation

JB EMERALD CONSULTING SOLUTIONS
INC

VANCOUVER BC V6H 3W4

Account number and type
1F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on July 19, 2022

► For settlement on: July 21, 2022
► Processed on: July 19, 2022

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC PL-540070	300	0.9355	
		400	0.9358	
		100	0.9361	
		52	0.9363	
		200	0.9366	
		1,052		

Ticker symbol: MMAT
Security number: 43665R
CUSIP ID: 59134N104
Trade number: 008405
Trade processed by: C7PP

Gross transaction amount USD 984.59
Plus Commission 9.99
Equals Net transaction amount USD \$994.58

As agent, TD Direct Investing confirms the above purchase on a U.S. OTC marketplace for settlement in your account.

Important information

Please review the information in this Transaction Confirmation carefully and let us know within 10 calendar days if there are any discrepancies.

Clients' accounts are protected by the Canadian Investor Protection Fund within specified limits. A brochure describing the nature and limits of coverage is available upon request.

Abbreviations used in the security descriptions

RS = Restricted shares
NVS = Non-voting shares
RVS = Restricted voting shares
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MVS = Multiple voting shares
/D = DSC (Deferred Sales Charge)
/NL = No Load

Disclosure of sources of revenue

TD Direct Investing and/or parties related to us may earn revenue in addition to commission from the following sources: currency conversion charges on certain trades and mutual fund transactions, fees paid by issuers and others in connection with corporate actions and new issues, the sale of fixed income products, trailer fees paid by mutual fund companies, and remuneration paid by U.S. market makers and exchanges in connection with U.S. trades. For more information, see the TD Waterhouse Canada Inc. Account and Service Agreements and Disclosure Documents booklet. It is also available online at www.td.com/ca/en/investing/direct-investing.

The name of the salesperson, dealer and/or market in this transaction will be provided upon request.

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Transaction Confirmation

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VANCOUVER BC V6H 3W4

Account number and type
1F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on July 19, 2022

► For settlement on: July 21, 2022
► Processed on: July 19, 2022

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC PL-540070	50	0.937	
		19,098	0.9385	
		19,148		

Ticker symbol: MMAT
Security number: 43665R
CUSIP ID: 59134N104
Trade number: 008406
Trade processed by: C7PP

Gross transaction amount USD 17,970.32
Net transaction amount USD \$17,970.32

As agent, TD Direct Investing confirms the above purchase on a U.S. OTC marketplace for settlement in your account.

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Transaction Confirmation

Account number and type
1F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on August 08, 2022

► For settlement on: August 10, 2022
► Processed on: August 08, 2022

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC QV-545672	5,285	0.95	

Ticker symbol: MMAT
Security number: 43685R
CUSIP ID: 59134N104
Trade number: 005939
Trade processed by: 9BBC

Gross transaction amount USD 5,020.75
Plus Commission 9.99
Equals Net transaction amount USD \$5,030.74

As agent, TD Direct Investing confirms the above purchase on a U.S. OTC marketplace for settlement in your account.

Important information

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Account number and type
1F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on August 18, 2022

► For settlement on: August 22, 2022
► Processed on: August 18, 2022

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC WW-544069	5,809	0.8846	

Ticker symbol: MMAT
Security number: 43685R
CUSIP ID: 59134N104
Trade number: 004800
Trade processed by: CJOH

Gross transaction amount USD 4,961.72
Plus Commission 9.99
Equals Net transaction amount USD \$4,971.71

As agent, TD Direct Investing confirms the above purchase on a U.S. OTC marketplace for settlement in your account.

Important information

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Account number and type
[REDACTED] 1F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on August 23, 2022

For settlement on: August 25, 2022
Processed on: August 23, 2022

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC ZE-546369	400	0.7881	
		985	0.7882	
		3,703	0.7887	
		5,088		

Ticker symbol: MMAT
Security number: 43665R
CUSIP ID: 59134N104
Trade number: 002430
Trade processed by: GEKS

Gross transaction amount USD 4,012.18
Plus Commission 9.99
Equals Net transaction amount USD \$4,022.17

As agent, TD Direct Investing confirms the above purchase on a U.S. OTC marketplace for settlement in your account.

Important information

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Transaction Confirmation

JB EMERALD CONSULTING SOLUTIONS
INC
[REDACTED]
VANCOUVER BC V6H 3W4

Account number and type
[REDACTED] 1F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on September 23, 2022

For settlement on: September 27, 2022
Processed on: September 23, 2022

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC HU-552107	2,890	0.89	

Ticker symbol: MMAT
Security number: 43665R
CUSIP ID: 59134N104
Trade number: 006948
Trade processed by: 9BBC

Gross transaction amount USD 1,994.10
Plus Commission 9.99
Equals Net transaction amount USD \$2,004.09

As agent, TD Direct Investing confirms the above purchase on a U.S. OTC marketplace for settlement in your account.

Important information

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Transaction Confirmation

JB EMERALD CONSULTING SOLUTIONS
INC
[REDACTED]
VANCOUVER BC V6H 3W4

Account number and type
1F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on October 13, 2022

► For settlement on: October 17, 2022
► Processed on: October 13, 2022

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC WO-555895	3,000	1.30	

Ticker symbol: MMAT
Security number: 43665R
CUSIP ID: 59134N104
Trade number: 002316
Trade processed by: GARG

Gross transaction amount USD 3,900.00
Plus Commission 9.99
Equals Net transaction amount USD \$3,909.99
As agent, TD Direct Investing confirms the above purchase on a U.S. OTC marketplace for settlement in your account.

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00126507 000004101 26221013 59134N104 43665R

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TD Direct Investing

Transaction Confirmation

JB EMERALD CONSULTING SOLUTIONS
INC
[REDACTED]
VANCOUVER BC V6H 3W4

Account number and type
1F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on November 07, 2022

► For settlement on: November 09, 2022
► Processed on: November 07, 2022

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC KM-561103	2,650	1.67	

Ticker symbol: MMAT
Security number: 43665R
CUSIP ID: 59134N104
Trade number: 004958
Trade processed by: 98BC

Gross transaction amount USD 4,160.50
Plus Commission 9.99
Equals Net transaction amount USD \$4,170.49
As agent, TD Direct Investing confirms the above purchase on a U.S. OTC marketplace for settlement in your account.

Important information

Please review the information in this Transaction Confirmation carefully and let us know within 10 calendar days if there are any discrepancies.

Clients' accounts are protected by the Canadian Investor Protection Fund within specified limits. A brochure describing the nature and limits of coverage is available upon request.

Abbreviations used in the security descriptions

RS = Restricted shares
NVS = Non-voting shares
RVS = Restricted voting shares
SVS = Subordinate voting shares
MVS = Multiple voting shares
/D = DSC (Deferred Sales Charge)
/NL = No Load

Disclosure of sources of revenue

TD Direct Investing and/or parties related to us may earn revenue in addition to commission from the following sources: currency conversion charges on certain trades and mutual fund transactions, fees paid by issuers and others in connection with corporate actions and new issues, the sale of fixed income products, trailer fees paid by mutual fund companies, and remuneration paid by U.S. market makers and exchanges in connection with U.S. trades. For more information, see the TD Waterhouse Canada Inc. Account and Service Agreements and Disclosure Documents booklet. It is also available online at www.td.com/ca/en/investing/direct-investing.

The name of the salesperson, dealer and/or market in this transaction will be provided upon request.

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TD Waterhouse Canada Inc. - Member of the Canadian Investor Protection Fund
00117880 000004138 26221017 59134N104 43665R

Order execution account
No advice or recommendations provided.
Page 1 of 1



TD Direct Investing
3500 STEELES AVE E
TOWER 2, 2ND FLOOR
MARKHAM ON L3R 0X1

TD Direct Investing

JB EMERALD CONSULTING SOLUTIONS
INC

VANCOUVER BC V6H 3W4

Transaction Confirmation

Account number and type
F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on November 07, 2022

For settlement on: November 09, 2022
Processed on: November 07, 2022

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC QA-560743	585	1.52	

Ticker symbol: MMAT
Security number: 43665R
CUSIP ID: 59134N104
Trade number: 003285
Trade processed by: 9BBC

Gross transaction amount USD 858.80
Plus Commission 9.99
Equals Net transaction amount USD \$868.79
As agent, TD Direct Investing confirms the above purchase on a U.S. OTC marketplace for settlement in your account.

Important information

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00115755 000004 138 2022 107 59134N104 43665R

Order execution account
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VANCOUVER BC V6H 3W4

Transaction Confirmation

Account number and type
F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on November 16, 2022

For settlement on: November 18, 2022
Processed on: November 16, 2022

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC IN-567212	581	1.72	

Ticker symbol: MMAT
Security number: 43665R
CUSIP ID: 59134N104
Trade number: 002323
Trade processed by: 9BBC

Gross transaction amount USD 999.32
Plus Commission 9.99
Equals Net transaction amount USD \$1,009.31
As agent, TD Direct Investing confirms the above purchase on a U.S. OTC marketplace for settlement in your account.

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The name of the salesperson, dealer and/or market in this transaction will be provided upon request.

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00115755 000004 145 2022 116 59134N104 43665R

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TD Direct Investing

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INC

[REDACTED]
VANCOUVER BC V6H 3W4

Transaction Confirmation

Account number and type
71F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on November 23, 2022

- For settlement on: November 28, 2022
- Processed on: November 23, 2022

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC RS-564784	4,436	1.81	

Ticker symbol: MMAT
Security number: 43665R
CUSIP ID: 59134N104
Trade number: 005276
Trade processed by: 988C

Gross transaction amount USD 8,029.16
Plus Commission 9.99
Equals Net transaction amount USD \$8,039.15

As agent, TD Direct Investing confirms the above purchase on a U.S. OTC marketplace for settlement in your account.



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Transaction Confirmation

Account number and type
71F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on December 22, 2022

- For settlement on: December 27, 2022
- Processed on: December 22, 2022

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC KO-572665	2,604	1.15	

Ticker symbol: MMAT
Security number: 43665R
CUSIP ID: 59134N104
Trade number: 003289
Trade processed by: 988C

Gross transaction amount USD 2,994.60
Plus Commission 9.99
Equals Net transaction amount USD \$3,004.59

As agent, TD Direct Investing confirms the above purchase on a U.S. OTC marketplace for settlement in your account.

Important information

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The name of the salesperson, dealer and/or market in this transaction will be provided upon request.

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TD Waterhouse Canada Inc. - Member of the Canadian Investor Protection Fund
00101224 0000004171 20221224 59134N104 43665R

Order execution account
No advice or recommendations provided.
Page 1 of 1

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00101224 0000004171 20221224 59134N104 43665R

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INC

VANCOUVER BC V6H 3W4

Transaction Confirmation

Account number and type
71F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on March 16, 2023

- For settlement on: March 20, 2023
- Processed on: March 16, 2023

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC	9,720	0.4992	
	JV-591225	260	0.4993	
		9,980		

Ticker symbol: MMAT
Security number: 43665R
CUSIP ID: 59134N104
Trade number: 004087
Trade processed by: GEWD

Gross transaction amount USD, 4,982.04
Plus Commission 9.99
Equals Net transaction amount USD \$4,992.03

As agent, TD Direct Investing confirms the above purchase on a U.S. OTC marketplace for settlement in your account.

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0011641 0000094219 20230316 59134N104 43665R

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Transaction Confirmation

Account number and type
71F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on April 05, 2023

- For settlement on: April 10, 2023
- Processed on: April 05, 2023

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC	8,536	0.41	
	FR-595323			

Ticker symbol: MMAT
Security number: 43665R
CUSIP ID: 59134N104
Trade number: 001857
Trade processed by: 98BC

Gross transaction amount USD, 3,499.76
Plus Commission 9.99
Equals Net transaction amount USD \$3,509.75

As agent, TD Direct Investing confirms the above purchase on a U.S. OTC marketplace for settlement in your account.

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TD Waterhouse Canada Inc. - Member of the Canadian Investor Protection Fund
0011641 0000094219 20230405 59134N104 43665R

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Page 1 of 1



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3500 STEELES AVE E
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TD Direct Investing

Transaction Confirmation

JB EMERALD CONSULTING SOLUTIONS
INC

VANCOUVER BC V6H 3W4

Account number and type
1F0B - Cash Account - US

Questions?
Contact an Investment Representative
Toll Free 1 (800) 465-5463

Transaction on April 26, 2023

- For settlement on: April 28, 2023
- Processed on: April 26, 2023

Transaction	Security Description	Quantity	Price (\$)	Amount (\$)
You bought	META MATERIALS INC RS-599206	10.473	0.1896	

Ticker symbol: MMAT
Security number: 43665R
CUSIP ID: 59134N104
Trade number: 004178
Trade processed by: CJAD

Gross transaction amount USD 1,985.68
Plus Commission 9.99
Equals Net transaction amount USD \$1,995.67

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0004267 0008074267 25232420 59134N104 43665R

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No advice or recommendations provided.
Page 1 of 1

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): January 23, 2024

Meta Materials Inc.

(Exact name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

60 Highfield Park Dr
Dartmouth, Nova Scotia, Canada
(Address of Principal Executive Offices)

001-36247
(Commission File Number)

74-3237581
(IRS Employer
Identification No.)

B3A 4R9
(Zip Code)

Registrant's Telephone Number, Including Area Code: 902 482-5729

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	MMAT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 3.03. Material Modification to Rights of Security Holders.

The disclosure set forth in Item 5.03 below is hereby incorporated by reference into this Item 3.03.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.***Series C Preferred Stock Distribution***

As previously disclosed, on January 23, 2024, the board of directors (the "*Board*") of Meta Materials Inc., a Nevada corporation ("*META*" or the "*Company*"), declared a distribution of one share of newly designated Series C Preferred Stock, par value \$0.001 per share ("*Series C Preferred Stock*"), for each outstanding share of the Company's common stock, par value \$0.001 per share ("*Common Stock*"), and each voting right represented by the Company's Series B Preferred Stock, par value \$0.001 per share ("*Series B Preferred Stock*"), held of record on February 2, 2024 (the "*Record Date*").

General; Transferability. The Board adopted resolutions providing that shares of Series C Preferred Stock will be uncertificated. As a result, outstanding shares of Series C Preferred Stock will be represented in book-entry form. The certificate of designation governing Series C Preferred Stock (the "*Certificate of Designation*") provides that shares of Series C Preferred Stock may not be transferred by any holder thereof except in connection with a transfer by such holder of any shares of Common Stock held by such holder, in which case a number of shares of Series C Preferred Stock equal to the number of shares of Common Stock to be transferred by such holder will be automatically transferred to the transferee of such shares of Common Stock.

Voting Rights. Each share of Series C Preferred Stock will entitle the holder thereof to 1,000 votes per share (and, for the avoidance of doubt, each fraction of a share of Series C Preferred Stock will have a ratable number of votes). Thus, each share of Series C Preferred Stock will entitle the holder thereof to 1,000 votes. The outstanding shares of Series C Preferred Stock will vote together with the outstanding shares of Common Stock as a single class exclusively with respect to (1) any proposal to adopt an amendment to our Articles of Incorporation to increase the authorized shares of Common Stock from 10,000,000 shares of Common Stock to a minimum of 250,000,000 shares of Common Stock in accordance with the terms of such amendment (the "*Authorized Share Proposal*"), and (2) any proposal to adjourn any meeting of stockholders called for the purpose of voting on the Authorized Share Proposal (the "*Adjournment Proposal*"). The Series C Preferred Stock will not be entitled to vote on any other matter, except to the extent required under the Nevada law.

Unless otherwise provided on any applicable proxy or ballot with respect to the voting on the Authorized Share Proposal or the Adjournment Proposal, as applicable, the holder of each share of Series C Preferred Stock (or fraction thereof) entitled to vote on the Authorized Share Proposal or the Adjournment Proposal, as applicable, at any meeting of stockholders held to vote on the Authorized Share Proposal will be cast in the same manner as the vote, if any, of the holder of the share of Common Stock (or fraction thereof) in respect of which such share of Series C Preferred Stock (or fraction thereof) was issued as a dividend is cast on the Authorized Share Proposal or the Adjournment Proposal, as applicable, and the proxy or ballot with respect to shares of Common Stock held by any holder on whose behalf such proxy or ballot is submitted will be deemed to include all shares of Series C Preferred Stock (or fraction thereof) held by such holder. Holders of Series C Preferred Stock will not receive a separate ballot or proxy to cast votes with respect to the Series C Preferred Stock on the Authorized Share Proposal or the Adjournment Proposal brought before any meeting of stockholders held to vote on the Authorized Share Proposal.

Dividend Rights. The holders of Series C Preferred Stock, as such, will not be entitled to receive dividends of any kind.

Liquidation Preference. The Series C Preferred Stock will rank senior to the Common Stock and Series B Preferred Stock as to any distribution of our assets upon a liquidation, dissolution or winding up of the Company, whether voluntarily or involuntarily (a "*Dissolution*"). Upon any Dissolution, each holder of outstanding shares of Series C Preferred Stock will be entitled to be paid out of our assets available for distribution to stockholders, prior and in preference to any distribution to the holders of Common Stock, an amount in cash equal to \$0.001 per outstanding share of Series C Preferred Stock.

Redemption. All shares of Series C Preferred Stock that are not present in person or by proxy at any meeting of stockholders held to vote on the Authorized Share Proposal as of immediately prior to the opening of the polls at such meeting (the "*Initial Redemption Time*") will automatically be redeemed by us at the Initial Redemption Time without further action on our part or on the part of the holder of shares of Series C Preferred Stock (the "*Initial Redemption*"). Any outstanding shares of Series C Preferred Stock that have not been redeemed pursuant to the Initial Redemption will automatically be redeemed in whole, but not in part, at the close of business on the earlier of (i) the business day established by the Board in its sole discretion and (ii) automatically without further action or formality on the part of the Company or the holder thereof upon the approval by the Company's stockholders of the Authorized Share Proposal at any meeting of the stockholders held for the purpose of voting on such proposal.

Each share of Series C Preferred Stock redeemed in accordance with the Certificate of Designation will be deemed to be redeemed immediately prior to the redemption time described above. From and after such redemption time, each share of Series C Preferred Stock

redeemed pursuant to the Certificate of Designation will no longer be deemed to be outstanding and all rights in respect of such share of Series C Preferred Stock will cease, except for the right to receive \$0.001 in cash.

Miscellaneous. The Series C Preferred Stock is not convertible into, or exchangeable for, shares of any other class or series of our stock or other securities. The Series C Preferred Stock has no stated maturity and is not subject to any sinking fund.

The Certificate of Designation was filed with the Nevada Secretary of State and became effective on January 26, 2024. The foregoing description of the Series C Preferred Stock does not purport to be complete and is qualified in its entirety by reference to the Certificate of Designation, which is filed as Exhibit 3.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

Reverse Stock Split

On January 26, 2024, the Company filed a Certificate of Change (the “*Certificate of Change*”) with the Nevada Secretary of State to effect the previously announced one-for-one hundred reverse split of the Company’s issued and outstanding Common Stock (the “*Reverse Stock Split*”), and the Reverse Stock Split became effective in accordance with the terms of the Certificate of Amendment at 12:01 a.m. Pacific Time on January 29, 2024 (the “*Effective Time*”). The Reverse Stock Split was approved by the Board in accordance with Nevada law.

At the Effective Time, every one hundred shares of Common Stock issued and outstanding were automatically combined into one share of Common Stock, without any change in the par value per share. The exercise prices and the number of shares issuable upon exercise of outstanding stock options, equity awards and warrants, and the number of shares available for future issuance under the equity incentive plans have been adjusted in accordance with their respective terms. The Reverse Stock Split will affect all stockholders uniformly and will not alter any stockholder’s percentage interest in the Company’s Common Stock. The Company will not issue any fractional shares in connection with the Reverse Stock Split. Instead, fractional shares will be rounded up to the next largest whole number. The Reverse Stock Split will not modify the relative rights or preferences of the Common Stock.

The Company’s transfer agent, Equiniti Trust Company, LLC, is the exchange agent for the Reverse Stock Split and will correspond with stockholders of record regarding the Reverse Stock Split. Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the Reverse Stock Split.

The Company’s common stock will begin trading on the Nasdaq Capital Market on a split-adjusted basis on Monday, January 29, 2024. The new CUSIP number for the Common Stock following the Reverse Stock Split is 59134N302.

The foregoing description of the Certificate of Change does not purport to be complete and is subject to, and is qualified in its entirety by reference to the Certificate of Change, which is filed as Exhibit 3.2 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On January 23, 2024, the Company issued press releases announcing the Reversed Stock Split and the Series C Preferred Stock distribution. A copy of the press releases are furnished as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

The information in Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
3.1	<u>Certificate of Designation of Series C Preferred Stock, filed on January 26, 2024.</u>
3.2	<u>Certificate of Change, filed on January 26, 2024.</u>
99.1	<u>Press Release, dated January 23, 2024 (regarding Reverse Stock Split).</u>
99.2	<u>Press Release, dated January 23, 2024 (regarding Series C Preferred Stock distribution).</u>
104	Cover Page Interactive Data File (embedded within Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

META MATERIALS INC.

Date: January 29, 2024

By: /s/ Uzi Sasson

Uzi Sasson
President and Chief Executive Officer